

*“Exhibit H-8”*

STATEMENT OF ACCOUNT

**RAY QUINNEY & NEBEKER**

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

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FEDERAL TAX ID NO. 87-0350651

Debtor USA Commercial Mortgage Co., et al.  
Thomas J. Allison 4484 South Pecos Road  
Las Vegas, NV 89121

November 30, 2006  
Invoice No. 355072

For Legal Services Rendered Through September 30, 2006

Thomas J. Allison

Matter No. 34585-00008

**Fee / Employment Objections**

09/11/06 B Kotter	1.10	Review of first interim fee applications filed by various professionals.
09/12/06 A Jarvis	.20	Correspondence on fee allocations.
09/13/06 B Kotter	.70	Conference with S. C. Strong regarding fee objections (.2); review of professional fee applications (.5).
09/14/06 B Kotter	1.50	Discussion with S. C. Strong regarding Trustee's questions as to Ray Quinney & Nebeker billings (.3); review of Ray Quinney & Nebeker bills regarding question (.7); leave message with Trustee's office (.1); conference with C. Hurst regarding allocation by loan issues (.4).
09/14/06 B Kotter	8.30	Review of professional fee applications for first interim application period (8.3).
09/15/06 B Kotter	.30	Receive message from U.S. Trustee's office and follow up on application issues related to allocation questions (.3).
09/15/06 B Kotter	1.30	Continue reviewing other professional bills in connection with the first interim fee applications (1.3).

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09/15/06 B Kotter 1.30 Review docket and pull off fee objections (.4); review UCC fee objection to Ray Quinney & Nebeker, Schwartz & McPerson, and Mesirow Financial (.7); brief conference with A. W. Jarvis and S. C. Strong regarding same (.2).

09/15/06 S Strong .50 Review UCCs objection to fee applications of debtors professionals (0.3); confer with B. J. Kotter regarding same (0.1); exchange emails with M. Haftl regarding same (0.1).

09/18/06 B Kotter 2.40 Review docket and pull objections to Ray Quinney & Nebeker fee application (.4); review U.S. Trustee objections and create spreadsheet of objections (1.1); brief phone call with Trustee's office regarding objection to Ray Quinney & Nebeker (.1); continue review of objections and applications (.8).

09/18/06 B Kotter .30 Phone call with S. C. Strong regarding requests for payments from professionals under the Administrative Procedures Order (.3).

09/18/06 E Monson .60 Review objections by US Trustee to fee applications.

09/18/06 S Strong 1.10 Review response to fee application by JV Lenders (0.3); further discussions with B. J. Kotter regarding issues concerning fee invoices and fee applications addressed in interim fee procedures order (0.3); review email from E. Karasik requesting payment under interim procedures (0.2); discuss same with B. J. Kotter (0.1); exchange emails with S. Smith regarding same (0.2).

09/19/06 B Kotter 1.70 Work on response to fee objections from UST and UCC (.9); draft e-mail to A. Landis regarding fee objections (.4); phone call with A. Parker, L. Ernce & C. Pajak regarding reply to UCC objection (.4).

09/19/06 B Kotter 2.60 Conference with S. C. Strong regarding response to UST and UCC fee objections (.3); e-mail exchange regarding reply with S. C. Strong and A. W. Jarvis (.4); review of Milanowski & Hantges objection to fees (.6); review of

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Administrative Order regarding interim compensation and procedure to resolve objections (.4); review e-mail from J. Atkinson regarding UCC objection/allocation issues (.2); compile objection summary of U.S. Trustee objections for S. C. Strong and A. W. Jarvis (6.7).

09/19/06 S Strong	.70 Confer with B. J. Kotter regarding fee objection issues (0.2); review email from J. Atkinson regarding same (0.1); review additional fee objections and notices of objection to various professionals applications (0.4).
09/20/06 A Jarvis	.70 Telephone conference with T. Allison, S. C. Strong, S. Smith regarding retention issues, fee objections.
09/20/06 A Jarvis	.90 Draft memo to committees regarding retention issues, fee objections.
'20/06 A Jarvis	.30 Conference with B. J. Kotter regarding response to fee objections.
09/20/06 B Kotter	8.40 Review of professional fee applications in comparison to Ray Quinney & Nebeker and analyzing US Trustee objections comparatively (3.1); work to locate and make available to the US Trustee information and documents supporting expense claims contained in the First Interim Fee Application (.8); work on loan by loan allocation of certain fees in response to demands by committees (2.3); work with C. Hurst on further revisions to loan allocation (.4); work on reply to UCC objection and response to Trustee objection (1.8).
09/20/06 B Kotter	.20 Phone call with Rob Charles regarding response to UCC objection to fees (.2).
09/20/06 S Strong	.40 Analyze issues for responding to various fee objections (0.3); confer with B. J. Kotter regarding same (0.1).

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09/20/06 L Okerlund 9.60 Prepare interoffice conferencing spreadsheets for Ben Kotter (6.0); analyze and highlight interoffice communication in Shea and Carlyon statements (1.8); analyze and highlight interoffice communications in Stutman, Treister & Giatt billing statements in preparation for September 28th hearing (1.8).

09/21/06 A Jarvis .30 Correspondence on fee objections.

09/21/06 B Kotter 7.90 Review and redact documents supporting Ray Quinney & Nebeker expense reimbursement claims (1.2); draft letter to US Trustee (.7); work on reply to UCC fee objection (.9); draft stipulation to extend deadline (.6); exchange e-mails with A. Parker, C. Pajak, R. Charles, L. Ernce regarding stipulation (.7); e-mail to L. Schwartzer regarding stipulation and filing (.3); work on review of professionals' interim fee applications (.6); participate in telephone call with Mesirow regarding fee allocation issues raised by UCC objection (1.2); continued work on reply brief (.7); and response to US Trustee (.6); e-mail exchange with L. Okerlund regarding review (.4).

09/21/06 L Okerlund 9.60 Review and highlight Stutman interoffice meetings for 9/28/06 hearing (.8); review Stutman and Orrick billing statements in preparation for 9/28/06 hearing (6.0); review Beckley, Singleton, Gordon and Silver statements in preparation for 9/28/06 hearing (1.3); review and highlight Stutman's record of electronic interoffice conferences in preparation for 9/28/06 hearing (1.5).

09/22/06 A Jarvis .10 Conference with B. J. Kotter regarding response to fee objections.

09/22/06 A Jarvis .10 Conference with S. C. Strong regarding response to fee objections.

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09/22/06 B Kotter 9.40 Respond to e-mail from C. Pajak (.1); e-mail local counsel regarding stipulation to extend deadline (.1); phone call with A. Parlen regarding response to UCC objection (.2); respond to e-mail from L. Ernce (.2); review e-mail from R. Charles (.1) and discuss with A. W. Jarvis (.3); work on response to Trustee and Lewis & Roca objection (8.4).

09/22/06 L Okerlund 6.50 Review and highlight Stutman's interoffice electronic correspondence in preparation for 9/28/06 hearing (.5); prepare attorney's fees document in preparation for 9/28/06 hearing; redact documents per Ben Kotter; prepare pleading and hearing binder (6.0).

09/23/06 B Kotter 6.70 Work on response to US Trustee and UCC objection (6.7).

09/24/06 B Kotter 4.30 Continue working on reply to fee objections.

09/25/06 B Kotter 15.30 Continue working on response to US Trustee objection to RQN fees (3.7); conference with SC Strong regarding reply (.2); continue revisions (1.3); conference call with Mesirow counsel and AW Jarvis on reply and collection issues (1.2); draft reply to allocation objection (5.8); conference with AW Jarvis regarding allocation matters (.4); continued revision and filing of reply (2.4); email exchange regarding filing (.3).

09/25/06 S Strong 2.10 Review and edit draft of RQN reply to various fee objections (0.8); confer with B. J. Kotter regarding same (0.2); review and analysis of fee allocation issues raised by UCC (0.9); confer with B. J. Kotter regarding same (0.2).

09/25/06 S Strong 1.40 Participate in telephone conference with A. W. Jarvis, B. J. Kotter, N. Peterman, J. Atkinson, S. Smith and J. McPherson regarding fee allocation issues and other professional fee issues (1.3); confer with A. W. Jarvis regarding same (0.1).

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09/25/06 L Okerlund	6.00	Prepare Lewis and ROCA internal conferencing spreadsheets; prepare pleadings and hearing notebooks.
09/26/06 A Jarvis	2.40	Respond to fee objections, review entries for response to objection.
09/26/06 B Kotter	2.10	Participate in telephone call with committee counsel regarding UCC objection to Debtor's professionals' fees and allocation issues (.7); conference with A. W. Jarvis and S. C. Strong regarding allocation issues (.4); work on allocation proposal (.6); review e-mail from R. Charles regarding UCC objection (.2); e-mail exchange with A. W. Jarvis and S. C. Strong on United States Trustee's objection (.2).
09/26/06 B Kotter	2.80	Continue work responding to UST objection.
09/26/06 S Strong	.40	Telephone conference with J. Atkinson, S. Smith and A. W. Jarvis regarding fee allocation issues (.4).
09/27/06 A Jarvis	.50	Correspondence on fee application, proposed settlement on allocation.
09/27/06 A Jarvis	.20	Telephone conference with R. Charles regarding fee application objections, proposed settlement.
09/27/06 A Jarvis	.90	Review fee objections.
09/27/06 A Jarvis	1.60	Prepare memo regarding allocation issues for settlement, further disclosure.
09/27/06 A Jarvis	.50	Correspondence with B. J. Kotter regarding fee objections, response.
09/27/06 A Jarvis	.20	Telephone conference with M. Levinson regarding fee allocation issues; negotiations on plan term sheet.
09/27/06 A Jarvis	.30	Correspondence with B. J. Kotter regarding analysis of fee objection of U.S. Trustee in preparation for hearing.



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09/27/06 B Kotter	14.40 Review and analyze United States Trustee's objection and spreadsheet and work on response for tomorrow's hearing (8.9); conference with A. W. Jarvis and S. C. Strong regarding Trustee's objection and strategy for hearing (.4); prepare hearing exhibits responding to Trustee's objection (1.4); e-mail correspondence with M. Pugsley regarding allocation issues (.4); draft e-mail regarding revised allocation (.6); review billings for reallocation amounts and time (2.7).
09/27/06 B Kotter	.20 E-mail Augie Landis with response to lumping objection.
09/28/06 A Jarvis	.50 Prepare exhibits for hearing.
09/28/06 A Jarvis	1.40 Meeting with Mesirow and counsel regarding fee applications, retention issues.
09/28/06 A Jarvis	.40 Conferences with committee counsel regarding resolution of UCC objections.
09/28/06 A Jarvis	4.70 Appear at fee application hearings.
09/28/06 B Kotter	6.70 Conference with Mesirow, counsel for Mesirow, and A. W. Jarvis regarding hearing and objection and allocations issues (1.4); attend and participate in fee hearing (4.7); conference with A. W. Jarvis and S. C. Strong regarding Trustee's objection and court's ruling (.6).
09/28/06 B Kotter	1.10 Work on response to UST objection.
09/29/06 B Kotter	1.60 Work on response to US Trustee's objection.

TOTAL FOR LEGAL SERVICES RENDERED

\$30,711.00

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*“Exhibit H-9”*

**RAY QUINNEY & NEBEKER**

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November 30, 2006  
Invoice No. 355073

For Legal Services Rendered Through September 30, 2006

Thomas J. Allison

Matter No. 34585-00011

**Litigation**

02/01/06 C Hurst	1.00 Work on litigation case chart.
09/05/06 E Monson	1.80 Review information regarding lawsuit in which USA and others named as defendants (.4); meet with C. Hurst and work on litigation review (1.2); send e-mails to C. Hurst regarding litigation issues (.2).
09/05/06 M Pugsley	4.00 Conference with A. Jarvis regarding various issues (.4); research regarding causes of action in potential lawsuits (2.1); continued review of email (1.5).
09/05/06 C Hurst	2.20 Meet with E. A. Monson; review known litigation cases (1.2); begin work on litigation summary chart organizing (1.0).
09/06/06 A Tsu	1.80 Legal research regarding § 365 and loan servicing agreements.
09/06/06 C Hurst	3.90 Work on litigation summary chart including download updated dockets in USDC 01-355, 03-156, Santa Clara County case - Lee v. Palm Terrace.
09/07/06 A Tsu	.50 Legal research regarding Section 365 and loan servicing agreements.

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09/07/06 A Tsu	.20	Reviewing legal research regarding loan servicing agreements and section 365.
09/07/06 C Hurst	6.30	Work on litigation chart and setting up and organizing files.
09/08/06 E Monson	.20	Discussion with A. W. Jarvis regarding motion to withdraw hearing and send e-mail to L. Schwartz and J. McPherson.
09/08/06 E Monson	.20	Follow up on litigation matter involving USA and Andy Hartges.
09/08/06 A Tsu	2.90	Reviewing legal research regarding loan servicing agreements and section 365 (.7); summarizing relevant cases (2.2).
09/08/06 C Hurst	1.10	Further additions and revisions to litigation summary.
09/10/06 A Tsu	2.60	Legal research regarding standard for assuming and rejecting executory contracts and review same (1.7); summarizing relevant 365 cases (.9).
09/11/06 A Tsu	2.80	Meeting with S. Strong and E. Monson to discuss filings (.3); drafting same (2.5).
09/12/06 A Jarvis	.30	Correspondence on Canepa relief from stay.
09/12/06 A Jarvis	1.80	Prepare for hearings, report to court, motion to distribute.
09/12/06 D Monson	.10	Review Minute Entry in Weddell v. USACM Litigation on Substitution of Counsel and forward to E. Monson (0.1).
09/12/06 E Monson	.20	Review e-mail from C. Hurst to A. Kimborough regarding litigation files and review reply from A. Kimborough.
09/12/06 A Tsu	1.20	Drafting research memo regarding 365 issues.
09/13/06 A Jarvis	.80	Prepare for hearing on motion to distribute, report to court.
09/13/06 A Jarvis	.50	Conference with clients and R. Charles regarding motion to distribute.

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09/13/06 A Jarvis	2.00	Attend and argue at hearing.
09/13/06 E Monson	.30	Review of litigation files and report to see if any upcoming deadlines and e-mail J. McPherson regarding Albert Lee and Palm Terrace matter.
09/13/06 M Pugsley	.50	Conference with B. Wride regarding letters to insurers.
09/14/06 E Monson	.10	Review e-mail from J. McPherson regarding Palm Terrace and Andy Hawkes litigation.
09/14/06 A Tsu	1.80	Drafting research memo regarding assumption of executory contracts for the purpose of reviewing assumption of USA servicing agreements.
09/15/06 M Pugsley	5.30	Obtain names of accounts for USACM and the funds (.2); draft and research letters to same regarding preservation of documents (2.8); review documents regarding possible adversary actions (2.3).
09/18/06 A Tsu	1.50	Reviewing incoming messages regarding Review and report on 365 research (.1); legal research regarding assumption and assignment of executory contracts (1.4).
09/19/06 D Monson	.10	Review Court Notice on filing of Proposed Discovery Plan and forward to E. Monson (0.1).
09/19/06 E Monson	.30	Review proposed scheduling order in Waddell case and forward to J. McPherson; review reply e-mail from J. McPherson.
09/20/06 A Jarvis	.30	Conference with L. Schwartzer regarding extension on opposition.
09/20/06 D Monson	.10	Review Scheduling Order from Court on Weddell v. USACM Litigation and forward to E. Monson (0.1).
09/20/06 E Monson	.20	Review e-mail from L. Schwartzer regarding Waddell litigation and send reply and copy of scheduling order.

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09/20/06 E Monson	.20 Review e-mail from court regarding scheduling order and forward to L. Schwartzter and J. McPherson.
09/20/06 E Monson	.70 Review litigation files and send e-mail to L. Schwartzter and J. McPherson regarding James Lee and High Prospect Income Fund cases regarding follow up on those cases.
09/21/06 A Tsu	1.60 Following up with parties regarding Supplement to Debtors Motion for an Order Authorizing Retention of Ordinary Course Professionals (.2); reviewing incoming message from A. Parlen regarding Supplement to Debtors Motion for an Order Authorizing Retention of Ordinary Course Professionals (.1); following up with S. Strong regarding same (.1); responding to A. Parlen message (.2); reviewing incoming email from A. Parlen regarding LeBoeuf tax advice (.1); background research, follow up, and responding to same (.3). Corresponding with S. Strong and A. Jarvis regarding whether LeBoeuf qualifies as ordinary course professional (.3). Responding to A. Parlen with decision (.1) making requested changes (.2)
09/25/06 E Monson	.20 Review amended scheduling order in Waddell case and forward it to J. McPherson and L. Schwartzter.
09/26/06 E Monson	.30 Review e-mails on Standard Development Relief from Stay and need for letter to Direct Lenders.
09/27/06 A Jarvis	7.20 Prepare for hearings, review pleadings and outline arguments.
09/27/06 E Monson	.20 Discussion with C. Hurst regarding finding out information on T. Plotley case.
09/27/06 C Hurst	1.00 Office conference with E. A. Monson regarding litigation chart and updates to status of pending litigation (.3); research Clark County database regarding Flatley case and status (.6); update litigation chart (.1).

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09/28/06 D Monson	.10 Review revised Scheduling Order in Weddell v. USACM litigation, and forward to E. Monson (0.1).
09/28/06 E Monson	.20 Review e-mail from court regarding Waddell and forward to L. Schwartzner and J. McPherson.
09/29/06 A Tsu	2.70 Factual background research regarding motion to enforce automatic stay and immediately compel turnover of funds and for sanctions (1.7); legal research regarding same (1.0).

TOTAL FOR LEGAL SERVICES RENDERED

\$13,555.00

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*“Exhibit H-10”*



STATEMENT OF ACCOUNT

**RAY QUINNEY & NEBEKER**

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Las Vegas, NV 89121

November 30, 2006  
Invoice No. 355074

For Legal Services Rendered Through September 30, 2006

Thomas J. Allison

Matter No. 34585-00012

**Plan and Disclosure Statement**

09/01/06 A Jarvis	.50 Correspondence on plan negotiations.
09/01/06 A Jarvis	.06 Telephone conference with S. C. Strong regarding bidding, plan negotiations.
09/01/06 A Jarvis	.26 Review term sheet for purchase of assets.
09/01/06 A Jarvis	.13 Telephone conference with T. Allison and S. C. Strong regarding negotiations with bidders.
09/01/06 B Kotter	.06 Brief conference with S. C. Strong regarding plan and extension of exclusivity (.2).
09/01/06 E Monson	.06 Participate in conference call with S. C. Strong, B. Faizel and T. Allison regarding issues on lead bidder and plan (.2).
09/01/06 S Strong	.70 Telephone conference with T. Allison and B. Fasel regarding UCC issues with proposed plan (0.2); telephone conference with T. Allison and A. W. Jarvis regarding same (0.4); review emails from F. Merola, A. W. Jarvis and B. Fasel regarding current negotiations with potential purchaser plan (0.2); review and analysis of revised August 30 term sheet from potential purchaser (1.1); confer with P. Hunt regarding Plan issues (0.2).

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09/02/06 A Jarvis	.40	Correspondence on bidding, comments on term sheets.
09/02/06 A Jarvis	.16	Correspondence on bar date order, ballots.
09/02/06 A Jarvis	.50	Correspondence on term sheet with potential lead bidder.
09/03/06 A Jarvis	.86	Correspondence on term sheet with potential lead bidder, committees and plan team (1.8); review revised term sheets (.8).
09/04/06 A Jarvis	.16	Review revisions to term sheet (.3); correspondence with client and committees regarding conference call with bidder (.2).
09/04/06 A Jarvis	.16	Conference call with client regarding negotiations with potential lead bidder.
09/04/06 A Jarvis	.10	Conference call with potential lead bidder regarding letter of intent, comments of committee.
09/04/06 A Jarvis	.14	Conference call with the client and plan negotiating team regarding issues to negotiate with lead bidder (.3); review of letter of intent (.1).
09/04/06 A Jarvis	.10	Correspondence on mark up of term sheet with potential lead bidder.
09/04/06 A Jarvis	2.56	Review all comments on potential lead bidder, UCC, FTDF, ECC, and Diversified Committees and revise letter of intent of potential lead bidder; correspondence regarding same.
09/04/06 A Jarvis	.17	Correspondence on mark up of term sheet with potential lead bidder.
09/05/06 P Hunt	.04	Office conference with S. C. Strong regarding status of bidder negotiations.
09/05/06 S Strong	.14	Telephone conference with A. W. Jarvis regarding Plan issues and strategies.

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09/05/06 S Strong	.30 Participate in telephone conference with J. Atkinson and B. Fasel regarding Plan strategies and issues (0.5); participate in follow-up call with T. Allison, B. Fasel, J. Atkinson and A. W. Jarvis regarding same (0.4).
09/06/06 P Hunt	.40 Telephone conference with Creditor Committee and Bidder regarding deal plus plan issues (.6); telephone conference with Mesirow team regarding deal (.6).
09/06/06 A Jarvis	.24 Telephone conference with T. Allison, B. Fasel, S. C. Strong and P. Hunt regarding Silver Point proposal, revisions to plan to incorporate same.
09/06/06 S Strong	.24 Review docket regarding status of Plan exclusivity (0.2); review motion to shorten time regarding same (0.1); exchange emails with A. W. Jarvis regarding further motion needed regarding same (0.2); exchange emails with L. Schwartz regarding same (0.2).
09/06/06 S Strong	.10 Telephone conference with T. Allison, B. Fasel, A. W. Jarvis and P. Hunt regarding Plan structure and issues (.3).
09/07/06 A Jarvis	.66 Conference with T. Allison regarding issues with lead bidder (.4); review and respond to e-mails with additional comments to revised letter of intent (.7); telephone conference with S. C. Strong and Mesirow group regarding negotiations on additional issues (.3); additional correspondence on issues to be addressed in letter (.6).
09/07/06 A Jarvis	.16 Telephone conference with T. Allison, B. Fasel, J. Atkinson regarding negotiations with potential lead bidder, open issues.
09/07/06 A Jarvis	.20 Telephone conference with potential lead bidder regarding open issues, tasks, revised bid.

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09/07/06 A Jarvis	.14 Telephone conference with T. Allison, B. Fasel and J. Atkinson regarding issues raised with respect to revised bid, issues with committees.
09/07/06 A Jarvis	.30 Telephone conference with attorney for potential lead bidder regarding additional issues to be addressed in revised bid and correspondence regarding same (.7); telephone conference with E. Karasik regarding additional issues to be addressed in revised bid (.2).
09/07/06 A Jarvis	.06 Draft correspondence to committees regarding revised bid.
09/07/06 A Jarvis	.14 Correspondence on revised bid.
09/07/06 A Jarvis	.16 Telephone conference with T. Allison regarding negotiations with bidder and additional issues raised by committees and meeting with Diversified.
09/07/06 A Jarvis	.10 Telephone conference with T. Allison and B. Fasel regarding offer from bidder, additional asks from committees.
09/07/06 S Strong	.20 Review and analysis of current revisions to Plan (.6).
09/07/06 S Strong	.10 Participate in conference call with T. Allison, A. W. Jarvis, B. Fasel, and J. Atkinson regarding liquidation analysis and related issues for Plan (.3).
09/08/06 S Strong	.36 Participate in telephone conference with T. Allison, J. Atkinson, S. Smith and A. W. Jarvis regarding various plan issues and strategies (1.1).
09/11/06 A Jarvis	.16 Telephone conference with J. Atkinson regarding plan, Silver Point term sheet and upcoming hearing on pending motions.
09/11/06 A Jarvis	.10 Telephone conference with P. Hunt regarding plan and disclosure statement.

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09/12/06 P Hunt	.26 Read new term sheet and incorporate terms into draft plan (.8).
09/12/06 A Jarvis	.30 Telephone conference with S. C. Strong and J. Atkinson regarding plan exclusivity (1/3 time).
09/12/06 S Strong	.14 Review revised Plan term sheet (0.2); exchange emails with P. Hunt and A. W. Jarvis regarding same (0.2).
09/12/06 S Strong	.14 Review back-end exclusivity motion (0.2); exchange emails with L. Schwartz regarding same (0.2).
09/13/06 P Hunt	1.10 Telephone conference with A. W. Jarvis regarding need to file plan and terms (.2); read signed term sheet and First Trust Committee term sheet (.8); revise plan to incorporate new terms and terms wanted by Committees (2.3).
13/06 A Jarvis	.10 Telephone conference with S. C. Strong regarding preparation of plan of reorganization for filing (1/3 time).
09/13/06 A Jarvis	.10 Telephone conference with S. C. Strong regarding drafting of plan and disclosure statement, meeting with committees.
09/13/06 A Jarvis	.06 Correspondence with committees on exclusivity.
09/13/06 A Jarvis	.16 Conference with P. Hunt regarding plan revisions.
09/13/06 A Jarvis	.10 Correspondence on exclusivity.
09/13/06 A Jarvis	.40 Draft revisions of plan of reorganization.
09/13/06 E Monson	.24 Participate in conference call with S. C. Strong and J. Atkinson regarding liquidation analysis in plan (.3); additional conference with A. W. Jarvis, S. C. Strong, S. Smith and J. Atkinson regarding plan issues (.4).

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09/13/06 S Strong	.30 Telephone conference with J. Atkinson and M. Haftl regarding plan and disclosure statement issues, including liquidation analysis (0.6); confer with P. Hunt and A. W. Jarvis regarding plan and disclosure statement preparations (0.3).
09/13/06 S Strong	.86 Continue work on proposed Disclosure Statement for plan, and review liquidation analysis assumptions/methodology from Mesirow (2.4); telephone conference with P. Hunt and A. W. Jarvis regarding plan revisions (0.2).
09/13/06 S Strong	.06 Exchange emails and telephone conference with J. Reed regarding new confidentiality agreement from new proposed asset purchaser (.2).
09/13/06 S Strong	.06 Exchange emails with counsel for potential asset purchaser regarding status of Plan efforts and competitive bidding process for assets (.2).
14/06 P Hunt	2.70 Committee call on plan (2.0); office conference with A. W. Jarvis regarding plan drafting (.5); draft plan (5.6).
09/14/06 A Jarvis	.20 Telephone conference with S. C. Strong and T. Allison regarding plan issues (1/3 time).
09/14/06 A Jarvis	.10 Telephone conference with T. Allison regarding plan issues (1/3 time).
09/14/06 A Jarvis	.20 Correspondence on disclosure statement and plan (1/3 time).
09/14/06 A Jarvis	3.50 Draft Plan and Disclosure Statement (1/3 time).
09/14/06 E Monson	.54 Assist in drafting of plan and disclosure statement.
09/14/06 S Strong	.10 Confer with A. W. Jarvis regarding Plan and Disclosure Statement drafting issues (.3).
09/14/06 S Strong	.10 Telephone conference with J. Atkinson regarding Plan and Disclosure Statement preparations and issues (.3).



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09/14/06 S Strong 1.50 Drafting and revising Disclosure Statement (2.1); t/c with M. Haftl regarding liquidation analysis for same (0.2); review materials regarding liquidation analysis from Mesirow and incorporate into Disclosure Statement (1.2); confer with A. W. Jarvis regarding same (0.2); exchange emails with J. Miller of BMC regarding balloting issues for Disclosure Statement (0.2); telephone conference with J. Miller regarding same (0.2); incorporate balloting information into Disclosure Statement (0.4).

09/15/06 P Hunt 3.80 Revise Silver Point plan to prepare for filing including: new terms of deal, new agreements reached, revisions to include three trusts and Diversified estate, revisions to income changes made by A. W. Jarvis, changes for consistency of text and cross references.

09/15/06 A Jarvis .10 Telephone conference with J. Atkinson regarding plan and disclosure statement issues (1/3 time).

09/15/06 A Jarvis .30 Telephone conference with M. Levinson, J. Hermann, E. Karasik, and Susan Freeman regarding plan filing (.1); correspondence on exclusivity discussions (.2) (1/3 time).

09/15/06 A Jarvis 6.80 Draft plan and disclosure statement (1/3 time).

09/15/06 E Monson 3.64 Conference with S. C. Strong, B. Faisal, and J. Reed regarding bid procedures and spend portion of conference with A. W. Jarvis discussing same (1.3); work on revising bid procedures and discussions with S. C. Strong (3.6); review and make comments to disclosure statement and work with A. W. Jarvis and S. C. Strong regarding getting disclosure statement and plan finalized and exhibits put together (6.0).

09/15/06 S Strong 2.34 Continue drafting and revising Disclosure Statement (4.9); confer with K. J. Applegate regarding tax provisions for same (0.2); exchange emails with J. Miller regarding information for same (0.3); exchange emails



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with S. Smith regarding progress and completion of Disclosure Statement (0.2); telephone conferences with M. Haftl regarding liquidation analysis issues for Disclosure Statement (0.6); prepare exhibits for Disclosure Statement (0.6); oversee filing of Disclosure Statement and Exhibits (0.2).

09/15/06 S Strong	.36 Assist with final preparations of Plan and exhibits for filing (0.8); exchange emails with local counsels office regarding same (0.2); telephone conference with A. Hosey regarding plan and disclosure statement filing (0.1).
09/15/06 S Strong	.14 Confer with A. W. Jarvis regarding back-end exclusivity (0.1); review proposed motion to extend same (0.2); email to local counsel regarding filing of same (0.1).
09/15/06 S Strong	.20 Confer with A. W. Jarvis and E. A. Monson regarding Plan and Disclosure Statement issues and next steps (.6).
09/17/06 A Jarvis	.50 Correspondence and comments on plan (1/3 time).
09/18/06 P Hunt	.30 Read emails from A. W. Jarvis regarding circulating plan and amendments to same (.3); office conference with S. C. Strong regarding changes needed on plan and work plan (.2); review redlined plan for Silverpoint and authorize sending same (.1); compile documents needed to make further changes to plan (.3).
09/18/06 E Monson	.10 Review e-mails from FTDC and UCC regarding bid procedures.
09/18/06 S Strong	.24 Telephone conference with J. Atkinson regarding plan strategies and bid procedures (.7).

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- 09/18/06 S Strong .20 Review Plan and Disclosure Statement as filed, and exhibits thereto (0.2); exchange emails with S. Smith regarding same (0.1); confer with E. A. Monson regarding amended exhibit needed to Plan (0.1); exchange emails with A. W. Jarvis and E. A. Monson regarding same (0.2).
- 09/18/06 S Strong .10 Review edits to confidentiality agreement proposed by new potential asset acquirer (0.2); exchange emails with J. Reed regarding same (0.1).
- 09/18/06 S Strong .36 Exchange emails with E. A. Monson and B. Fasel regarding status of proposed bid procedures (0.1); confer with E. A. Monson regarding development of motion for approval of same (0.1); email to her regarding same (0.1); confer with E. A. Monson regarding issues for motion to approve bid procedures (0.6); telephone conference with A. W. Jarvis and J. McCarroll regarding same (0.2).
- 09/18/06 S Strong 1.16 Confer with P. Hunt regarding status of research regarding LSAs for plan implementation (0.2); confer with A. Tsu regarding same (0.1); research and analysis of legal issues concerning transfer of rights under LSA to asset acquirer under a Plan (3.2).
- 09/19/06 E Monson .10 Review exhibit to Plan and e-mail from Lia Dorsey; send reply.
- 09/20/06 P Hunt 1.64 Revisions to filed plan (1.0) office conference with A. W. Jarvis regarding plan (.2); further revisions to final plan (3.7).
- 09/21/06 P Hunt 2.20 Read First Trust letter regarding revisions to plan (.3); incorporate same First Trust revisions into plan (.5); further revisions to plan on prepaid interest and compromise sections (4.9); conference with S. C. Strong regarding prepaid issues to be included in plan (.3); memorandum to A. W. Jarvis regarding revisions to plan (.3); compile documents on revisions to plan (.2) compile comments to plan by Direct Lenders and First

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Trust Committees (.1).

09/21/06 A Jarvis	.10 Conference with P. Hunt regarding plan amendments.
09/21/06 A Jarvis	.10 Correspondence regarding plan amendments.
09/21/06 B Kotter	.24 Assist in revisions to Bid Procedure drafting and editing (.7).
09/22/06 P Hunt	1.74 Read and analyze First Trust term sheet (.5); incorporate terms into plan (2.1); read E. Karasik's letter (.6); incorporate terms into plan (1.3); read Gordon & Silver's letter (.5); email to A. W. Jarvis regarding revisions to plan and comments of Committee (.2).
09/22/06 A Jarvis	.10 Conference with S. C. Strong and P. Hunt regarding amendments to plan.
09/22/06 A Jarvis	.10 Correspondence on Plan.
09/22/06 S Strong	.26 Confer with A. W. Jarvis regarding status of Plan revisions (0.2); review email and revised Plan Term sheet from E. Karasik (0.2); review email and proposed Plan revisions from E. Karasik (0.3); review emails from A. W. Jarvis regarding same (0.1).
09/23/06 P Hunt	.14 Initial review of First Trust revisions to plan (.3); email to A. W. Jarvis regarding same (.1).
09/24/06 A Jarvis	.54 Review committee term sheet and revise plan.
09/25/06 P Hunt	3.44 Further review of First Trust comments on plan and revise same to incorporate (9.8); conference with A. W. Jarvis regarding plan issues (.5).
09/25/06 A Jarvis	.14 Conference with S. C. Strong regarding resolution of certain issues under the plan.
09/25/06 A Jarvis	.16 Conference with P. Hunt regarding changes to plan.

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09/25/06 A Jarvis	.14 Telephone conference with J. Atkinson regarding plan, disclosure statement.
09/25/06 A Jarvis	.10 Correspondence on plan term sheet.
09/25/06 S Strong	.20 Confer with A. W. Jarvis regarding Plan issues and committees views (0.4); participate in telephone conference with E. Karasik and A. W. Jarvis regarding same (0.2).
09/25/06 S Strong	.20 Telephone conference with J. McCarroll regarding LSAs (0.2); exchange emails with S. Smith regarding same (0.2); telephone conference with S. Smith regarding same (0.1); confer with A. W. Jarvis regarding same (0.1).
09/26/06 P Hunt	2.76 Revise plan, including omitting duplicative, conflicting provisions, revising definitions, reorganizing certain provisions, review for conformity, adding provisions relevant to Capital Realty and payment reserves, omit penalty claim treatment (8.3).
09/26/06 A Jarvis	.34 Telephone conference with T. Allison, J. Atkinson and S. C. Strong regarding Diversified issues, plan amendments, fee issues.
09/26/06 A Jarvis	1.50 Revise plan of reorganization.
09/26/06 A Jarvis	.04 Telephone call to P. Hunt regarding plan revisions.
09/26/06 A Jarvis	.34 Work on disclosure statement.
09/26/06 E Monson	.16 Discussion with P. Hunt regarding proofs of interest and bar date issues in connection with plan and get copies of orders for dates to include in plan.
09/27/06 P Hunt	1.60 Continue to revise plan.
09/28/06 P Hunt	1.04 Make revisions to plan (1.3); review and incorporate A. Tsu's edits and changes (1.8).
09/28/06 A Tsu	4.40 Reviewing and editing USA plan for reorganization.

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09/29/06 A Jarvis	.10 Correspondence with client regarding plan, pre-paid interest issue.
09/29/06 A Jarvis	.10 Correspondence with Silver Point regarding plan.
09/29/06 A Jarvis	.10 Correspondence with Committees regarding revised plan.
09/29/06 S Strong	.20 Telephone conference with A. W. Jarvis regarding bridge order needed for back-end exclusivity (0.1); email to local counsel regarding same (0.2); review draft of proposed stipulated order regarding same (0.2); email to J. McPherson regarding same (0.1).

TOTAL FOR LEGAL SERVICES RENDERED

\$18,800.18

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*“Exhibit H-11”*

STATEMENT OF ACCOUNT

**RAY QUINNEY & NEBEKER**

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

POST OFFICE BOX 45385

SALT LAKE CITY, UTAH 84145-0385

TELEPHONE (801) 532-1500

FACSIMILE NO. (801) 532-7543

FEDERAL TAX ID NO. 87-0350651

Debtor USA Commercial Mortgage Co., et al.  
Thomas J. Allison 4484 South Pecos Road  
Las Vegas, NV 89121

November 30, 2006  
Invoice No. 355075

For Legal Services Rendered Through September 30, 2006

Thomas J. Allison

Matter No. 34585-00013

**Tax Issues**

09/07/06 K Applegate	1.50	Conference with N. E. Hall on tax disclosures for the Chapter 11 plan (.7); review of the Metropolitan sample documents on the tax disclosures (.5).
09/07/06 N Hall	.70	Conference with K. J. Applegate regarding tax enclosures for Chapter 11 plan (.4); Conference with K. J. Applegate (.3).
09/08/06 K Applegate	2.50	Discussions with N. E. Hall on the 468 (B) (.8); research on "grantor trust" under a Chapter 11 bankruptcy (1.5); discussions with S. C. Strong and A. W. Jarvis (.2).
09/08/06 N Hall	3.70	Review Chapter 11 plan (1.1); research IRC section 468B, (1.8); Conference with K. J. Applegate (.8)
09/08/06 A Jarvis	.20	Correspondence with T. Allison regarding bankruptcy tax issues.
09/08/06 A Jarvis	.20	Conference with K. Applegate and S. C. Strong regarding bankruptcy tax issues.



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Debtor USA Commercial Mortgage Co., et al.

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09/08/06 S Strong	.50 Confer with K. J. Applegate regarding tax issues for disclosure statement and Plan (0.2); confer with A. W. Jarvis regarding same (0.1); exchange emails with A. W. Jarvis regarding same (0.1); exchange emails with local counsel regarding same (0.1).
09/11/06 K Applegate	.20 Telephone conference with N. E. Hall on tax opinion to the disclosure schedules (.2).
09/11/06 N Hall	1.70 Research regarding tax treatment of Liquidated Trusts (.9); Telephone call to K. J. Applegate regarding research on Grantor Trust (.2); review prototype trust and disclosure (.6).
09/12/06 K Applegate	.70 Telephone calls with S. C. Strong and N. E. Hall on the tax disclosures (.4); telephone call to Chuck Glasheen (.3).
09/12/06 N Hall	2.30 Telephone call from K. J. Applegate regarding tax disclosure for liquidating trust (.4); work on tax disclosure (1.9).
09/12/06 S Strong	.30 Exchange emails with K. J. Applegate regarding tax disclosure language and issues (0.2); telephone conference with N. E. Hall regarding same (0.1).
09/13/06 K Applegate	.30 Telephone calls to N. E. Hall on the tax disclosures (.2); message to S. C. Strong on the same (.1).
09/13/06 N Hall	2.70 Revise tax disclosure and expand to cover LLCs (2.2); Telephone call to K. J. Applegate regarding filing deadline and status (.3), Telephone call to S. Strong regarding same and issues for follow up (.2).
09/13/06 S Strong	.70 Confer with N. E. Hall regarding tax issues and language for disclosure statement (0.2); review voice message from K. J. Applegate regarding same (0.1); analysis of tax disclosure issues (0.4).

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09/14/06 K Applegate	3.70	Research on partnership taxation issues and facts (1.6); review and revise tax disclosures (1.1); discussions with N. E. Hall and CPA on tax issues (.6); research on S-Corp tax consequences (.4).
09/14/06 N Hall	2.80	Conference with K. J. Applegate (.6); review organization flow chart (.3); work on revision of draft disclosure (1.9).
09/14/06 B Olson	1.30	Office conference with M. W. Pugsley to discuss potential state tax issues in connection with offer to purchase Neways stock.
09/15/06 K Applegate	1.70	Review of the revisions to the two tax disclosures (.6); discuss with N. E. Hall (.2); discussions with S. C. Strong on the disclosures (.2) research on the partnership issues for the tax disclosures (.7).
09/15/06 N Hall	1.00	Proof and revise draft disclosure (.4); Conference with K. J. Applegate (.2); make additional revisions (.2); Telephone call from G. Roberts regarding COD disclosure (.2).
09/22/06 S Strong	.30	Telephone conference with C. Glasheen regarding tax issues relating to proposed Plan and Disclosure Statement (.3).
09/25/06 K Applegate	.40	Review creditors committee's proposed changes to the tax disclosures (.3); discuss with N. E. Hall (.1).
09/25/06 N Hall	.40	Review fax regarding draft disclosure (.3); Conference with K. J. Applegate (.1).
09/26/06 K Applegate	.60	Review of tax changes to the disclosures (.4); discuss with P. Hunt (.2).

TOTAL FOR LEGAL SERVICES RENDERED

\$8,730.00

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*“Exhibit H-12”*

## STATEMENT OF ACCOUNT

**RAY QUINNEY & NEBEKER**

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

POST OFFICE BOX 45385

SALT LAKE CITY, UTAH 84145-0385

TELEPHONE (801) 532-1500

FACSIMILE NO. (801) 532-7543

FEDERAL TAX ID NO. 87-0350651

Debtor USA Commercial Mortgage Co., et al.  
 Thomas J. Allison 4484 South Pecos Road  
 Las Vegas, NV 89121

November 30, 2006  
 Invoice No. 355077

For Legal Services Rendered Through September 30, 2006

Thomas J. Allison

**Matter No. 34585-00015**

**Travel Time**

09/07/06 A Jarvis	3.00 Travel from Salt Lake City to Las Vegas.
09/07/06 A Jarvis	3.30 Travel from Las Vegas to Salt Lake City.
09/12/06 A Jarvis	3.30 Travel from Salt Lake City to Las Vegas for hearings.
09/13/06 A Jarvis	.50 Travel to court for hearing.
09/13/06 A Jarvis	.50 Travel from Court to USA Capital.
09/13/06 A Jarvis	3.30 Travel from Las Vegas to Salt Lake City.
09/17/06 A Jarvis	7.80 Travel to New York to meet with HFA and with Silver Point.
09/19/06 A Jarvis	7.50 Travel from New York to Salt Lake City after meetings with HFA, Silver Point.
09/27/06 A Jarvis	2.40 Travel from Salt Lake City to Las Vegas for hearings (only unproductive travel time).
09/27/06 B Kotter	3.90 Travel from Salt Lake City to Las Vegas.
09/27/06 S Strong	3.40 Travel from Salt Lake City to Las Vegas for omnibus hearing tomorrow (3.4).

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09/28/06 A Jarvis	.50 Travel to court.
09/28/06 A Jarvis	.50 Travel from Court to USA Capital.
09/28/06 A Jarvis	3.40 Travel from Las Vegas to Salt Lake City.
09/28/06 B Kotter	5.70 Travel to court (.5); travel from court to USA offices (.5); travel from Las Vegas to Salt Lake City (4.7) includes airport delay.
09/28/06 B Kotter	.50 Travel to court.
09/28/06 B Kotter	.50 Travel from Court to USA offices.
09/28/06 S Strong	3.40 Return travel from L.V. to SLC (3.4).
09/28/06 S Strong	.50 Travel to court.
09/28/06 S Strong	.50 Travel from Court to USA offices.

TOTAL FOR LEGAL SERVICES RENDERED

\$7,678.50

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